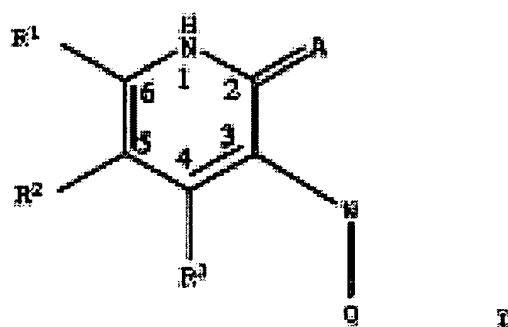


Amendments to the Claims

This listing of claims will replace all prior versions and listing of claims in the application.

Listing of Claims:

1. (Amended) A compound of Formula I



wherein A is O or S;

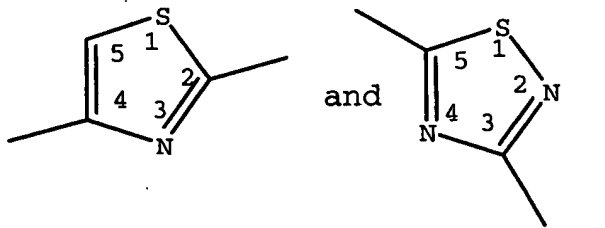
wherein Q is selected from $-N(R^5)_2$, $-NR^5C(O)R^5$, $-(C_1-C_6)alkyl-$

OR^5 , $-(C_1-C_6)alkyl-S(O)_nR^5$, $-(C_1-C_6)alkyl-SO_2R^5$, substituted aryl, an unsubstituted or substituted monocyclic or bicyclic, non-aromatic carbocyclic ring, an unsubstituted or substituted monocyclic or bicyclic, heterocaryl ring, and an unsubstituted or substituted monocyclic or bicyclic, non-aromatic heterocyclic ring,

wherein a ring is unsubstituted or substituted with one or more groups selected from halo, $(C_1-C_6)alkyl$, $(C_3-C_6)alkynyl$, $(C_1-C_6)alkenyl$, $-OR^5$, $-O-(CH_2)_{1-3}-O-$, $-N(R^5)_2$, $-(C_1-C_6)alkyl-N(R^5)_2$, $(C_1-C_6)haloalkyl$, lower cyanoalkyl, $-(C_1-C_6)alkyl-OR^5$, lower alkylaminoalkoxy, lower aminoalkoxyalkyl, $-(C_1-C_6)alkyl-S(O)_nR^5$, $-N(R^5)-(C_1-C_6)alkyl-N(R^5)_2$, $-N(R^5)-(C_1-C_6)alkyl-OR^5$, $-N(R^5)-(C_1-C_6)alkyl-NRC(O)R^5$, $-N(R^5)-(C_1-C_6)alkyl-C(O)N(R^5)_2$, lower alkoxyalkyl, $-S(O)_nR^5$, $-SO_2NR^5R^5$, $-NR^5S(O)_nR^5$, cyano, nitro, optionally substituted $(C_3-C_{10})cycloalkyl$, optionally substituted aryl, optionally substituted 4-7 membered heterocyclyl, optionally substituted phenoxyalkyl, optionally substituted

heterocyclyloxyalkyl, $-C(O)N(R^5)_2$, $-CO_2R^5$, $-CO_2N(R^5)_2$,
 $-SO_2NHC(O)R^5$, optionally substituted phenylalkyl,
optionally substituted heterocyclylalkyl,
 $-NR^5C(O)N(R^5)_2$, $-NR^5C(O)R^5$, $-NR^5CO_2R^5$ and $-C(O)R^5$;

wherein W is selected from



wherein n is 0, 1 or 2;

wherein R^1 is selected from H, $-OR^6$, halo, aryl, (C_1-C_8) alkyl, (C_2-C_8) alkenyl, (C_2-C_8) alkynyl, (C_1-C_8) perfluoroalkyl, $-NR^5_2$, $-(C_1-C_8)$ alkyl- $-NR^5_2$, $-(C_1-C_8)$ alkyl- OR^5 , $-S(O)_n$ -alkyl, $-S(O)_n$ -aryl, $-S(O)_n$ -heteroaryl, (C_3-C_{10}) cycloalkyl, nitro, heterocyclyl, $-NR^5SO_2R^5$, $-C(O)N(R^5)_2$, $-CO_2R^5$, $-(CR^5_2)_{1-8}$ aryl, $-(CR^5_2)_{1-8}$ heterocyclyl, $-NR^5C(O)N(R^5)_2$, $-NR^5C(O)R^5$, $-NR^5CO_2R^5$, and $-C(O)R^5$; wherein R^1 and R^2 may be joined to form a 5-10 membered saturated or partially unsaturated carbocyclic or heterocyclic ring;

wherein R^2 is selected from H, $-OR^6$, halo, aryl, (C_1-C_8) alkyl, (C_2-C_8) alkenyl, (C_2-C_8) alkynyl, (C_1-C_8) perfluoroalkyl, $-NR^5_2$, $-(C_1-C_8)$ alkyl- $-NR^5_2$, $-(C_1-C_8)$ alkyl- OR^5 , $-S(O)_n$ -alkyl, $-S(O)_n$ -aryl, $-S(O)_n$ -heteroaryl, (C_3-C_{10}) cycloalkyl, nitro, heterocyclyl, $-NR^5SO_2R^5$, $-C(O)N(R^5)_2$, $-CO_2R^5$, $-(CR^5_2)_{1-8}$ aryl, $-(CR^5_2)_{1-8}$ heterocyclyl, $-NR^5C(O)N(R^5)_2$, $-NR^5C(O)R^5$, $-NR^5CO_2R^5$, and $-C(O)R^5$;

wherein R^3 is selected from H, $-OR^6$, halo, aryl, (C_1-C_8) alkyl, (C_2-C_8) alkenyl, (C_2-C_8) alkynyl, (C_1-C_8) perfluoroalkyl, $-NR^5_2$, $-(C_1-C_8)$ alkyl- $-NR^5_2$, $-(C_1-C_8)$ alkyl- OR^5 , $-S(O)_n$ -alkyl, $-S(O)_n$ -aryl, $-S(O)_n$ -heteroaryl, (C_3-C_{10}) cycloalkyl, nitro, heterocyclyl, $-NR^5SO_2R^5$,

$-\text{C}(\text{O})\text{N}(\text{R}^5)_2$, $-\text{CO}_2\text{R}^5$, $-(\text{CR}^5)_2$, $-(\text{CR}^5)_1$ - aryl , $-(\text{CR}^5)_1$ - heterocyclyl , $-\text{NR}^5\text{C}(\text{O})\text{N}(\text{R}^5)_2$, $-\text{NR}^5\text{C}(\text{O})\text{R}^5$, $-\text{NR}^5\text{CO}_2\text{R}^5$, and $-\text{C}(\text{O})\text{R}^5$; wherein R^2 and R^3 may be joined to form a 5-10 membered saturated or partially unsaturated carbocyclic or heterocyclic ring; wherein R^4 is independently selected from H, and $(\text{C}_1-\text{C}_6)\text{alkyl}$;

wherein R^5 is independently selected from H, lower alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heterocyclyl, optionally substituted heterocyclylalkyl, optionally substituted C_3-C_6 cycloalkyl, optionally substituted C_3-C_6 cycloalkyl-alkyl, lower alkylamino-lower alkyl, aryloxyalkyl, alkylcarbonylalkyl, and lower perfluoroalkyl; and

wherein R^6 is independently selected from lower alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heterocyclyl, optionally substituted heterocyclylalkyl, optionally substituted C_3-C_6 cycloalkyl, optionally substituted C_3-C_6 cycloalkyl-alkyl, lower alkylamino-lower alkyl, aryloxyalkyl, alkylcarbonylalkyl, and lower perfluoroalkyl;

wherein each aryl, heteroaryl, cycloalkyl, and heterocyclyl moiety of any R^1 , R^2 , R^3 , R^5 , R^6 , and Q is optionally substituted with one or more groups selected from halo, NH_2 , $-\text{OH}$, $-\text{CO}_2\text{H}$, $(\text{C}_1-\text{C}_6)\text{alkylamino}$, $(\text{C}_1-\text{C}_6)\text{alkoxy}$, $(\text{C}_1-\text{C}_6)\text{alkoxyalkyl}$, $(\text{C}_1-\text{C}_6)\text{alkyl}$, $\text{di}(\text{C}_1-\text{C}_6)\text{alkylamino}$, phenyl, and heterocyclyl;

and pharmaceutically acceptable derivatives salts thereof;

provided R^1 is not CF_3 , when R^2 is ethoxycarbonyl, when R^3 is H, when W is thiazol-4-yl and when Q is 4-pyridyl or 2-chloro-4-pyridyl; further provided Q is not 4-pyridyl, when W is thiazol-2-yl, when R^1 , R^3 , and R^2 are H; further provided Q is not 2-nitro-5-furyl when W is thiazol-2-yl, when R^1 is methyl, when R^3 is H, and when R^2 is H; further

provided Q is not phenyl when W is thiazol-2-yl, when R¹ is methyl, when R³ is methyl, and when R² is H; further provided Q is not phenyl, 3,4-diacetylphenyl or 3,4-dihydroxyphenyl, when W is thiazol-2-yl, when R¹ is H, when R³ is H, and when R² is H; and further provided Q is not 3-cyano-6-methyl-2-oxo-1,2-dihydro-5-pyridyl, when W is thiazol-2-yl, when R¹ is methyl, when R³ is H, and when R² is acetyl.

2. (Amended) A Compound of Claim 1 wherein Q is selected from

$$\begin{array}{c} \text{R}^6\text{O}_2\text{S}-\text{N} \\ | \\ \text{R}^4 \end{array}$$

R⁶SO₂-(C₁-C₆)alkyl-, substituted phenyl, and substituted or unsubstituted 5-6 membered heteroaryl; wherein R⁴ is independently selected from H, and (C₁-C₂)alkyl; and wherein R⁶ is independently selected from (C₁-C₄)alkyl, optionally substituted phenyl, optionally substituted phenyl-(C₁-C₂)alkyl, optionally substituted furyl-(C₁-C₂)alkyl, optionally substituted C₃-C₆ cycloalkyl-(C₁-C₂)alkyl, (C₁-C₃)alkylamino-(C₁-C₃)alkyl-, phenyloxy-(C₁-C₃)alkyl-, (C₁-C₂)alkylcarbonyl-(C₁-C₂)alkyl- and optionally substituted heterocyclyl selected from pyridyl and thienyl; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

3. (Amended) A Compound of Claim 2 wherein Q is selected from

phenylsulfonylamino, N-methyl-N-(2-pyridylsulfonyl)amino, N-methyl-N-(3-pyridylsulfonyl)amino, N-methyl-N-(4-pyridylsulfonyl)amino, N-methyl-N-(2-thienylsulfonyl)amino, N-methyl-N-(phenylsulfonyl)amino, 2-pyridylsulfonylmethyl, 3-pyridylsulfonylmethyl, 4-pyridylsulfonylmethyl, 2-thienylsulfonylmethyl, phenylsulfonylmethyl, (1-methyl)-1-(phenylsulfonyl)ethyl, 4-chlorophenyl-sulfonylmethyl, 2-furylmethylsulfonylmethyl, 3-trifluoromethylbenzyl-

sulfonylmethyl, methylsulfonylmethyl, tert-butylsulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 4-chlorophenyl-methylsulfonylmethyl, 2-thienyl, 3-(4-chlorophenylsulfonylmethyl)-2-thienyl, phenyl substituted with one or more substituents selected from

hydroxyl, chloro, fluoro, methoxy, -O-CH₂-O-, amino, aminomethyl, methylsulfonyl, methyl, cyano, trifluoromethyl, and pyrrolyl,

unsubstituted pyridyl, and

4-pyridyl substituted with one or more substituents selected

from chloro, fluoro, methyl, ethyl, -NH₂, methoxy, ethoxy, -OH, -CO₂H, phenoxyethylamino, methylamino, butylamino, isobutylamino, benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-furylmethylamino, 4-methoxybenzylamino, diethylamino, cyclopropylmethylamino, cyclopentylmethylamino, ethylaminoethylamino, diethylaminoethylamino, isopropylaminoethylamino, methylcarbonylaminoethylamino, methylcarbonylmethylamino, pyrrolidinyl, piperazinyl, piperidinyl, morpholinyl and azetidiny; and

pharmaceutically acceptable ~~derivatives~~ salts thereof.

4. (Amended) A Compound of Claim 1, and pharmaceutically acceptable ~~derivatives~~ salts thereof, wherein W is thiazol-4-yl.

5. (Amended) A Compound of Claim 1 wherein R¹ is selected from (C₁-C₆)alkyl, -(C₁-C₄)alkyl-N(R⁵)₂, -(C₁-C₄)alkyl-OR⁵, -(C₃-C₅)cycloalkyl, and -CF₃;

wherein R² is selected from H, halo, (C₁-C₃)alkyl, -NR⁵₂, -OR⁶, -(C₁-C₃)alkyl-OR⁵, -C(O)N(R⁵)₂, -CO₂R⁵, -(CH₂)₁₋₃-(5-6 membered saturated or partially unsaturated) heterocyclyl, -NHC(O)R⁵, and -C(O)R⁵;

wherein R^1 and R^2 may be joined together with the pyridone ring to form optionally substituted 2-oxo-1,5,7,8-tetrahydro-2H-[1,6]naphthyridine, optionally substituted 5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one, optionally substituted 5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, optionally substituted 5,6,7,8-tetrahydro-1H-quinolin-2-one, optionally substituted 7,8-dihydro-1H-quinolin-2-one, 7,8-dihydro-(1H,6H)-quinoline-2,5-dione or 1,5,7,8-tetrahydro-pyrano[4,3-b]pyridin-2-one;

wherein R^3 is H;

wherein R^5 is independently selected from H, C_1 - C_4 -alkyl, optionally substituted phenyl, optionally substituted benzyl, optionally substituted heterocyclyl selected from piperazinyl, morpholinyl, pyrrolidinyl, and piperidinyl, optionally substituted pyridyl- (C_1-C_3) -alkyl, optionally substituted piperazinyl- (C_1-C_3) -alkyl, 4-morpholinyl- (C_1-C_3) -alkyl, pyrrolidinyl- (C_1-C_3) -alkyl, 1-piperidinyl- (C_1-C_3) -alkyl, optionally substituted C_3 - C_6 cycloalkyl- (C_1-C_3) -alkyl, $-(C_1-C_3)$ -alkyl-N- $((C_1-C_3)$ -alkyl) $_2$ and $-(C_1-C_3)$ -alkyl-NH- (C_1-C_3) -alkyl;

and pharmaceutically acceptable ~~derivatives~~ salts thereof.

6. (Amended) A Compound of Claim 5 wherein R^1 is selected from methyl, ethyl, propyl, isopropyl, hydroxyethyl, dimethylaminomethyl, benzyloxymethyl, 4-methoxybenzyloxymethyl, methoxymethyl, cyclopropyl, and $-CF_3$;

wherein R^2 is selected from H, bromo, methyl, amino, isobutylamino, hydroxymethyl, aminocarbonyl, 4-methoxybenzylaminocarbonyl, 2-pyridylmethylaminocarbonyl, ethylaminoethylaminocarbonyl, isopropylaminoethylaminocarbonyl, cyclopropylmethylaminocarbonyl, isobutylaminocarbonyl, ethoxycarbonyl, tert-butoxycarbonyl, 4-morpholinylethoxycarbonyl, 1-pyrrolidinylethoxycarbonyl,

1-piperidinylethoxycarbonyl, diethylaminopropoxycarbonyl, carboxyl, 1,2,5,6-tetrahydro-1-pyridylmethyl, 1-piperidinylmethyl, 1-methyl-4-piperazinylmethyl, methylcarbonylamino, isobutylcarbonylamino, and 1-methyl-4-piperazinylcarbonyl;

wherein R¹ and R² may be joined together with the pyridone ring to form 6-benzyloxycarbonyl-2-oxo-1,5,7,8-tetrahydro-2H-[1,6]naphthyridine, 5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one, 7-Boc-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 7-ethyl-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 5-methyl-7,8-dihydro-1H-quinolin-2-one, 5-propylamino-5,6,7,8-tetrahydro-1H-quinolin-2-one, 5-propylimino-5,6,7,8-tetrahydro-1H-quinolin-2-one, 7,8-dihydro-(1H,6H)-quinoline-2,5-dione or 1,5,7,8-tetrahydro-pyrano[4,3-b]pyridin-2-one; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

7. (Amended) A Compound of Claim 4, and pharmaceutically acceptable ~~derivatives~~ salts thereof, wherein A is O; wherein Q is selected from N-methyl-N-(phenylsulfonyl)amino, 2-pyridylsulfonylmethyl, 2-thienylsulfonylmethyl, phenylsulfonylmethyl, (1-methyl)-1-(phenylsulfonyl)ethyl, 4-chlorophenyl-sulfonylmethyl, 2-furylmethylsulfonylmethyl, methylsulfonylmethyl, tert-butyl-sulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 2-thienyl, phenyl substituted with one or more substituents selected from
chloro, fluoro, and -O-CH₂-O-,
unsubstituted pyridyl, and
4-pyridyl substituted with one or more substituents selected from chloro, fluoro, -NH₂, methoxy, ethoxy, phenoxyethylamino, methylamino, methyl, ethyl, butylamino, isobutylamino, benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-

furylmethylamino, 4-methoxybenzylamino, diethylamino, cyclopropylmethylamino, cyclopentylmethylamino, ethylaminoethylamino, diethylaminoethylamino, isopropylaminoethylamino, methylcarbonylaminoethylamino, methylcarbonylmethylamino, pyrrolidinyl, piperazinyl, piperidinyl, morpholinyl and azetidiny;

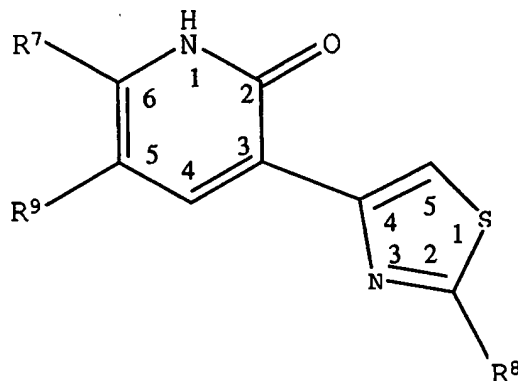
wherein R¹ is selected from methyl, ethyl, propyl, isopropyl, dimethylaminomethyl, hydroxyethyl, benzyloxymethyl, 4-methoxy-benzyloxymethyl, methoxymethyl, cyclopropyl, and -CF₃;

wherein R² is selected from H, bromo, methyl, amino, isobutylamino, hydroxymethyl, aminocarbonyl, 4-methoxybenzylaminocarbonyl, 2-pyridylmethylaminocarbonyl, ethylaminoethylaminocarbonyl, isopropylaminoethylaminocarbonyl, cyclopropylmethylaminocarbonyl, isobutylaminocarbonyl, ethoxycarbonyl, tert-butoxycarbonyl, 4-morpholinylethoxycarbonyl, 1-pyrrolidinylethoxycarbonyl, 1-piperidinylethoxycarbonyl, diethylaminopropoxycarbonyl, carboxyl, 1,2,5,6-tetrahydro-1-pyridylmethyl, 1-piperidinylmethyl, 1-methyl-4-piperazinylmethyl, methylcarbonylamino, isobutylcarbonylamino, and 1-methyl-4-piperazinylcarbonyl;

wherein R¹ and R² may be joined together with the pyridone ring to form 6-benzyloxycarbonyl-2-oxo-1,5,7,8-tetrahydro-2H-[1,6]naphthyridine, 5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one, 7-Boc-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 7-ethyl-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 5-methyl-7,8-dihydro-1H-quinolin-2-one, 5-propylamino-5,6,7,8-tetrahydro-1H-quinolin-2-one, 5-propylimino-5,6,7,8-tetrahydro-1H-quinolin-2-one, 7,8-dihydro-(1H,6H)-quinoline-2,5-dione or 1,5,7,8-tetrahydro-pyrano[4,3-b]pyridin-2-one; and wherein R³ is H.

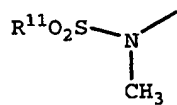
8. (Amended) A Compound of Claim 1 wherein A is O; and
 pharmaceutically acceptable ~~derivatives~~ salts thereof.

9. (Amended) A compound of Claim 1 having Formula II



II

wherein R⁷ is selected from -(C₁-C₃)alkyl, -(C₁-C₃)alkyl-N(R¹⁰)₂, -(C₁-C₃)alkyl-OR¹⁰, -(C₃-C₅)cycloalkyl, and -CF₃;
 wherein R⁸ is selected from R¹⁰SO₂-(C₁-C₆)alkyl-, R¹¹SO₂NH-



, substituted phenyl, and substituted or
 unsubstituted 5-6 membered heteroaryl;

wherein R⁹ is selected from H, halo, (C₁-C₃)alkyl, -NR¹⁰₂, -
 (C₁-C₃)alkyl-OR¹⁰, -C(O)N(R¹⁰)₂, -CO₂R¹⁰, (CH₂)₁₋₃-(5-6
 membered saturated or partially unsaturated heterocyclyl,
 -NHC(O)R¹⁰, and -C(O)R¹⁰;

wherein R¹⁰ is independently selected from H, (C₁-C₄)alkyl,
 optionally substituted phenyl, optionally substituted
 phenyl-(C₁-C₂)alkyl, optionally substituted furyl-(C₁-C₂)-
 alkyl, optionally substituted C₃-C₆ cycloalkyl-(C₁-C₂)-
 alkyl, (C₁-C₃)alkylamino-(C₁-C₃)-alkyl-, phenyloxy-(C₁-
 C₃)alkyl-, (C₁-C₂)alkylcarbonyl-(C₁-C₂)alkyl- and
 optionally substituted heterocyclyl selected from pyridyl
 and thienyl; and

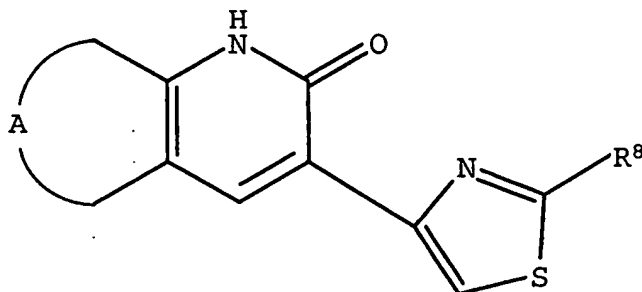
wherein R¹¹ is independently selected from (C₁-C₄)alkyl, optionally substituted phenyl, optionally substituted phenyl-(C₁-C₂)alkyl, optionally substituted furyl-(C₁-C₂)-alkyl, optionally substituted C₃-C₆ cycloalkyl-(C₁-C₂)-alkyl, (C₁-C₃)alkylamino-(C₁-C₃)-alkyl-, phenyloxy-(C₁-C₃)alkyl-, (C₁-C₂)alkylcarbonyl-(C₁-C₂)alkyl, and optionally substituted heterocyclyl selected from pyridyl and thienyl;

and pharmaceutically acceptable ~~derivatives~~ salts thereof; provided R⁷ is not CF₃ when R⁹ is ethoxycarbonyl and when R⁸ is 4-pyridyl or 2-chloro-4-pyridyl.

10. (Amended) A Compound of Claim 9 wherein R⁷ is selected from methyl, ethyl, propyl, isopropyl, dimethylaminomethyl, benzyloxymethyl, hydroxyethyl, 4-methoxy-benzyloxymethyl, methoxymethyl, cyclopropyl, and -CF₃; wherein R⁸ is selected from N-methyl-N-(phenylsulfonyl)amino, 2-pyridylsulfonylmethyl, 2-thienylsulfonylmethyl, phenylsulfonylmethyl, (1-methyl)-1-(phenylsulfonyl)ethyl, 4-chlorophenyl-sulfonylmethyl, 2-furylmethylsulfonylmethyl, methylsulfonylmethyl, tert-butyl-sulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 2-thienyl, phenyl substituted with one or more substituents selected from chloro, fluoro, and -O-CH₂-O-, unsubstituted pyridyl, and 4-pyridyl substituted with one or more substituents selected from chloro, fluoro, -NH₂, methoxy, ethoxy, phenoxyethylamino, methylamino, methyl, ethyl, butylamino, isobutylamino, benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-furylmethylamino, 4-methoxybenzylamino, diethylamino, cyclopropylmethylamino, cyclopentylmethylamino, ethylaminoethylamino, diethylaminoethylamino,

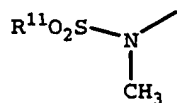
isopropylaminoethylamino, methylcarbonylaminoethylamino, methylcarbonylmethylamino, pyrrolidinyl, piperazinyl, piperidinyl, morpholinyl and azetidiny; and wherein R⁹ is selected from H, bromo, methyl, amino, isobutylamino, hydroxymethyl, aminocarbonyl, 4-methoxybenzylaminocarbonyl, 2-pyridylmethylaminocarbonyl, ethylaminoethylaminocarbonyl, isopropylaminoethylaminocarbonyl, cyclopropylmethylaminocarbonyl, isobutylaminocarbonyl, ethoxycarbonyl, tert-butoxycarbonyl, 4-morpholinylethoxycarbonyl, 1-pyrrolidinylethoxycarbonyl, 1-piperidinylethoxycarbonyl, diethylaminopropoxycarbonyl, carboxyl, 1,2,5,6-tetrahydro-1-pyridylmethyl, 1-piperidinylmethyl, 1-methyl-4-piperazinylmethyl, methylcarbonylamino, isobutylcarbonylamino, and 1-methyl-4-piperazinylcarbonyl; and pharmaceutically acceptable ~~derivatives~~ salts thereof

11. (Amended) A compound of Claim 1 having Formula III



III

wherein R⁸ is selected from R¹¹SO₂-(C₁-C₆)alkyl-, R¹¹SO₂NH-



CH₃, substituted phenyl, and substituted or unsubstituted 5-6 membered heteroaryl;

wherein ring A together with the pyridone ring forms optionally substituted 2-oxo-1,5,7,8-tetrahydro-2H-

[1,6]naphthyridine, optionally substituted 5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one, optionally substituted 5,6,7,8-tetrahydro-1H-quinolin-2-one, optionally substituted 5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, or 1,5,7,8-tetrahydro-pyrano[4,3-b]pyridin-2-one; and

wherein R¹¹ is independently selected from (C₁-C₄)alkyl, optionally substituted phenyl, optionally substituted phenyl-(C₁-C₂)alkyl, optionally substituted furyl-(C₁-C₂)alkyl, optionally substituted C₃-C₆ cycloalkyl-(C₁-C₂)alkyl, (C₁-C₃)alkylamino-(C₁-C₃)alkyl-, phenyloxy-(C₁-C₃)alkyl, (C₁-C₂)alkylcarbonyl-(C₁-C₂)alkyl, and optionally substituted heterocyclyl selected from pyridyl and thienyl;

and pharmaceutically acceptable ~~derivatives~~ salts thereof.

12. (Amended) A Compound of Claim 11 wherein R⁸ is selected from N-methyl-N-(phenylsulfonyl)amino, 2-pyridylsulfonylmethyl, 2-thienylsulfonylmethyl, phenylsulfonylmethyl, (1-methyl)-1-(phenylsulfonyl)ethyl, 4-chlorophenyl-sulfonylmethyl, 2-furylmethylsulfonylmethyl, methylsulfonylmethyl, tert-butylsulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 2-thienyl, phenyl substituted with one or more substituents selected from chloro, fluoro, and -O-CH₂-O-, unsubstituted pyridyl, and 4-pyridyl substituted with one or more substituents selected from chloro, fluoro, -NH₂, methoxy, ethoxy, phenoxyethylamino, methylamino, methyl, ethyl, butylamino, isobutylamino, benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-furylmethylamino, 4-methoxybenzylamino, diethylamino, cyclopropylmethylamino, cyclopentylmethylamino, ethylaminoethylamino, diethylaminoethylamino,

isopropylaminoethylamino, methylcarbonylaminoethylamino,
methylcarbonylmethylamino, pyrrolidinyl, piperazinyl,
piperidinyl, morpholinyl and azetidiny; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

13. (Amended) A Compound of Claim 12 and pharmaceutically acceptable ~~derivatives~~ salts thereof selected from:

Phenylmethyl 2-oxo-3-(2-(4-pyridyl)(1,3-thiazol-4-yl))-
1,5,6,7,8-pentahydropyridino[3,2-c]pyridine-6-
carboxylate;

3-(2-(4-Pyridyl)-1,3-thiazol-4-yl)-1,7,8-trihydro-5H-
pyrano[4,3-b]pyridin-2-one;

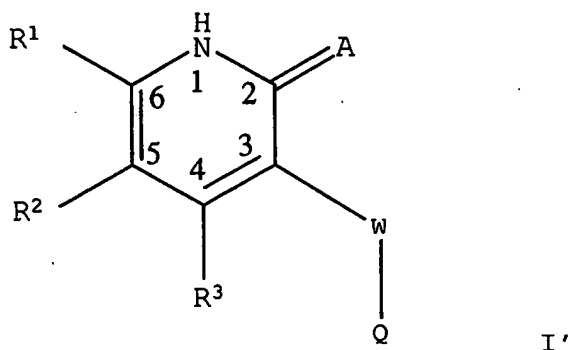
7-Ethyl-3-(2-(4-pyridyl)(1,3-thiazol-4-yl))-1,5,6,7,8-
pentahydropyridino[3,2-c]pyridin-2-one;

tert-Butyl 2-oxo-3-(2-(4-pyridyl)(1,3-thiazol-4-yl))-
1,5,6,7,8-pentahydropyridino[3,2-c]pyridine-6-
carboxylate;

3-(2-(4-Pyridyl)-1,3-thiazol-4-yl)-1,5,6,7,8-
pentahydropyridino[3,2-c]pyridin-2-one, dihydrochloride;
and

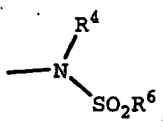
6-Methyl-3-(2-pyridin-4-yl-thiazol-4-yl)-5,6,7,8-tetrahydro-
1H-[1,6]naphthyridin-2-one.

14. (Amended) A compound of Formula I'



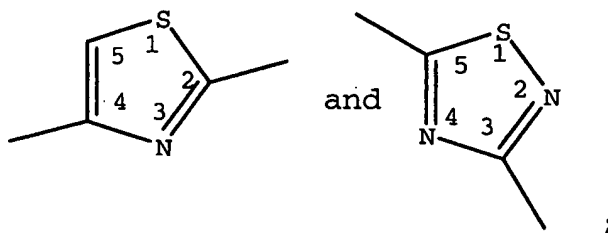
wherein A is O or S;

wherein Q is selected from $-N(R^5)_2$, $-NR^5C(O)R^5$, $-(C_1-C_8)alkyl-$

OR^5 , $-(C_1-C_8)alkyl-S(O)_nR^6$, , substituted aryl, an unsubstituted or substituted monocyclic or bicyclic, non-aromatic carbocyclic ring, an unsubstituted or substituted monocyclic or bicyclic, heteroaryl ring, and an unsubstituted or substituted monocyclic or bicyclic, non-aromatic heterocyclic ring,

wherein a ring is unsubstituted or substituted with one or more groups selected from halo, $(C_1-C_8)alkyl$, $(C_2-C_8)alkynyl$, $(C_2-C_8)alkenyl$, $-OR^5$, $-O-(CH_2)_{1-2}-O-$, $-N(R^5)_2$, $-(C_1-C_8)alkyl-N(R^5)_2$, $(C_1-C_8)haloalkyl$, lower cyanoalkyl, $-(C_1-C_8)alkyl-OR^5$, lower alkylaminoalkoxy, lower aminoalkoxyalkyl, $-(C_1-C_8)alkyl-S(O)_nR^5$, $-N(R^5)-(C_1-C_8)alkyl-N(R^5)_2$, $-N(R^5)-(C_1-C_8)alkyl-OR^5$, $-N(R^5)-(C_1-C_8)alkyl-NHC(O)R^5$, $-N(R^5)-(C_1-C_8)alkyl-C(O)N(R^5)_2$, lower alkoxyalkyl, $-S(O)_nR^5$, $-SO_2NR^5R^5$, $-NR^5S(O)_nR^5$, cyano, nitro, optionally substituted $(C_3-C_{10})cycloalkyl$, optionally substituted aryl, optionally substituted 4-7 membered heterocyclyl, optionally substituted phenoxyalkyl, optionally substituted heterocyclyloxyalkyl, $-C(O)N(R^5)_2$, $-CO_2R^5$, $-CO_2N(R^5)_2$, $-SO_2NHC(O)R^5$, optionally substituted phenylalkyl, optionally substituted heterocyclylalkyl, $-NR^5C(O)N(R^5)_2$, $-NR^5C(O)R^5$, $-NR^5CO_2R^5$ and $-C(O)R^5$;

wherein W is selected from



wherein n is 0, 1 or 2;

wherein R^1 is selected from H, $-OR^6$, halo, aryl, (C_1-C_8) alkyl, (C_2-C_8) alkenyl, (C_2-C_8) alkynyl, (C_1-C_8) perfluoroalkyl, $-NR^5_2$, $-(C_1-C_8)$ alkyl- NR^5_2 , $-(C_1-C_8)$ alkyl- OR^5 , $-S(O)_n$ -alkyl, $-S(O)_n$ -aryl, $-S(O)_n$ -heteroaryl, (C_3-C_{10}) cycloalkyl, nitro, heterocyclyl, $-NR^5SO_2R^5$, $-C(O)N(R^5)_2$, $-CO_2R^5$, $-(CR^5_2)_{1-8}$ aryl, $-(CR^5_2)_{1-8}$ heterocyclyl, $-NR^5C(O)N(R^5)_2$, $-NR^5C(O)R^5$, $-NR^5CO_2R^5$, and $-C(O)R^5$; wherein R^1 and R^2 may be joined to form a 5-10 membered saturated or partially unsaturated carbocyclic or heterocyclic ring;

wherein R^2 is selected from H, $-OR^6$, halo, aryl, (C_1-C_8) alkyl, (C_2-C_8) alkenyl, (C_2-C_8) alkynyl, (C_1-C_8) perfluoroalkyl, $-NR^5_2$, $-(C_1-C_8)$ alkyl- NR^5_2 , $-(C_1-C_8)$ alkyl- OR^5 , $-S(O)_n$ -alkyl, $-S(O)_n$ -aryl, $-S(O)_n$ -heteroaryl, (C_3-C_{10}) cycloalkyl, nitro, heterocyclyl, $-NR^5SO_2R^5$, $-C(O)N(R^5)_2$, $-CO_2R^5$, $-(CR^5_2)_{1-8}$ aryl, $-(CR^5_2)_{1-8}$ heterocyclyl, $-NR^5C(O)N(R^5)_2$, $-NR^5C(O)R^5$, $-NR^5CO_2R^5$, and $-C(O)R^5$;

wherein R^3 is selected from H, $-OR^6$, halo, aryl, (C_1-C_8) alkyl, (C_2-C_8) alkenyl, (C_2-C_8) alkynyl, (C_1-C_8) perfluoroalkyl, $-NR^5_2$, $-(C_1-C_8)$ alkyl- NR^5_2 , $-(C_1-C_8)$ alkyl- OR^5 , $-S(O)_n$ -alkyl, $-S(O)_n$ -aryl, $-S(O)_n$ -heteroaryl, (C_3-C_{10}) cycloalkyl, nitro, heterocyclyl, $-NR^5SO_2R^5$, $-C(O)N(R^5)_2$, $-CO_2R^5$, $-(CR^5_2)_{1-8}$ aryl, $-(CR^5_2)_{1-8}$ heterocyclyl, $-NR^5C(O)N(R^5)_2$, $-NR^5C(O)R^5$, $-NR^5CO_2R^5$, and $-C(O)R^5$; wherein R^2 and R^3 may be joined to form a 5-10 membered saturated or partially unsaturated carbocyclic or heterocyclic ring;

wherein R^4 is independently selected from H, and (C_1-C_6) alkyl;

wherein R^5 is independently selected from H, lower alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heterocyclyl, optionally substituted heterocyclylalkyl, optionally substituted C_3-C_6 cycloalkyl, optionally substituted C_3-C_6 cycloalkyl-alkyl, lower aminoalkyl, aryl- (C_1-C_6) alkylamino- $(C_1-$

C₆)alkyl, (C₁-C₆)alkylamino-(C₁-C₆)alkyl, aryloxyalkyl, alkylcarbonylalkyl, and lower perfluoroalkyl; and wherein R⁶ is independently selected from lower alkyl, optionally substituted aryl, optionally substituted aryl-(C₁-C₆)alkyl, optionally substituted heterocyclyl, optionally substituted heterocyclyl-(C₁-C₆)alkyl, optionally substituted C₃-C₆ cycloalkyl, optionally substituted C₃-C₆ cycloalkyl-(C₁-C₆)alkyl, (C₁-C₆)alkylamino-(C₁-C₆)alkyl, aryloxy-(C₁-C₆)alkyl, (C₁-C₆)alkylcarbonyl-(C₁-C₆)alkyl, and lower perfluoroalkyl; wherein each aryl, heteroaryl, cycloalkyl, and heterocyclyl moiety of any R¹, R², R³, R⁵, R⁶, and Q is optionally substituted with one or more groups selected from halo, -NH₂, -OH, oxo, -CO₂H, (C₁-C₆)alkylamino, (C₁-C₆)alkoxy, (C₁-C₆)alkoxyalkyl, (C₁-C₆)alkyl, di(C₁-C₆)alkylamino, phenyl, and heterocyclyl; and pharmaceutically acceptable ~~derivatives~~ salts thereof;

provided R¹ is not CF₃, when R² is ethoxycarbonyl, when R³ is H, when W is thiazol-4-yl and when Q is 4-pyridyl or 2-chloro-4-pyridyl; further provided Q is not 4-pyridyl, when W is thiazol-2-yl, when R¹, R³, and R² are H; further provided Q is not 2-nitro-5-furyl when W is thiazol-2-yl, when R¹ is methyl, when R³ is H, and when R² is H; further provided Q is not phenyl when W is thiazol-2-yl, when R¹ is methyl, when R³ is methyl, and when R² is H; further provided Q is not phenyl, 3,4-diacetylphenyl or 3,4-dihydroxyphenyl, when W is thiazol-2-yl, when R¹ is H, when R³ is H, and when R² is H; and further provided Q is not 3-cyano-6-methyl-2-oxo-1,2-dihydro-5-pyridyl, when W is thiazol-2-yl, when R¹ is methyl, when R³ is H, and when R² is acetyl.

15. (Amended) A Compound of Claim 14 wherein Q is selected from

$$\text{R}^6\text{O}_2\text{S}-\text{N}(\text{R}^4)-$$

substituted phenyl, and
substituted or unsubstituted 5-6 membered heteroaryl;
wherein R^4 is independently selected from H, and $(\text{C}_1-\text{C}_2)\text{alkyl}$; and
wherein R^6 is independently selected from $(\text{C}_1-\text{C}_4)\text{alkyl}$,
optionally substituted phenyl, optionally substituted
phenyl- $(\text{C}_1-\text{C}_2)\text{alkyl}$, optionally substituted furyl- $(\text{C}_1-\text{C}_2)\text{-alkyl}$, optionally substituted C_3-C_6 cycloalkyl- $(\text{C}_1-\text{C}_2)\text{-alkyl}$, $(\text{C}_1-\text{C}_3)\text{alkylamino-}(\text{C}_1-\text{C}_3)\text{-alkyl-}$, phenyloxy- $(\text{C}_1-\text{C}_3)\text{alkyl-}$, $(\text{C}_1-\text{C}_2)\text{alkylcarbonyl-}(\text{C}_1-\text{C}_2)\text{alkyl-}$ and
optionally substituted heterocyclyl selected from pyridyl
and thienyl; and pharmaceutically acceptable ~~derivatives~~
salts thereof.

16. (Amended) A Compound of Claim 15 wherein Q is selected from
phenylsulfonylamino, N-methyl-N-(2-pyridylsulfonyl)amino, N-
methyl-N-(3-pyridylsulfonyl)amino, N-methyl-N-(4-
pyridylsulfonyl)amino, N-methyl-N-(2-thienylsulfonyl)amino,
N-methyl-N-(phenylsulfonyl)amino, 2-pyridylsulfonylmethyl,
3-pyridylsulfonylmethyl, 4-pyridylsulfonylmethyl, 2-
thienylsulfonylmethyl, 3-thienylsulfonylmethyl,
phenylsulfonylmethyl, (1-methyl)-1-(phenylsulfonyl)ethyl, 4-
chlorophenyl-sulfonylmethyl, 2-furylmethylsulfonylmethyl, 3-
trifluoromethylbenzyl-sulfonylmethyl, methylsulfonylmethyl,
tert-butyl-sulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 4-
chlorophenyl-methylsulfonylmethyl, 2-thienyl, 3-(4-
chlorophenylsulfonylmethyl)-2-thienyl, phenyl substituted
with one or more substituents selected from
hydroxyl, chloro, fluoro, methoxy, $-\text{O}-\text{CH}_2-\text{O}-$, amino,
aminomethyl, methylsulfonyl, methyl, cyano,
trifluoromethyl, and pyrrolyl,
unsubstituted pyridyl, and

4-pyridyl substituted with one or more substituents selected from chloro, fluoro, methyl, ethyl, $-NH_2$, methoxy, ethoxy, $-OH$, $-CO_2H$, phenoxyethylamino, methylamino, dimethylamino, butylamino, isobutylamino, benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-furylmethylamino, 4-methoxybenzylamino, diethylamino, cyclopropylmethylamino, cyclopentylmethylamino, ethylaminoethylamino, diethylaminoethylamino, isopropylaminoethylamino, methylcarbonylaminoethylamino, methylcarbonylmethylamino, pyrrolidinyl, piperazinyl, piperidinyl, morpholinyl and azetidiny; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

17. (Amended) A Compound of Claim 14, and pharmaceutically acceptable ~~derivatives~~ salts thereof, wherein W is thiazol-4-yl.

18. (Amended) A Compound of Claim 14 wherein R^1 is selected from (C_1-C_6) alkyl, $-(C_1-C_4)$ alkyl- $N(R^5)_2$, $-(C_1-C_4)$ alkyl- OR^5 , (C_3-C_5) cycloalkyl and $-CF_3$; wherein R^5 is independently selected from H, C_1-C_5 -alkyl, optionally substituted phenyl, optionally substituted benzyl, optionally substituted pyridyl- (C_1-C_3) -alkyl, optionally substituted thienyl- (C_1-C_3) -alkyl, optionally substituted piperazinyl- (C_1-C_3) -alkyl, 4-morpholinyl- (C_1-C_3) -alkyl, optionally substituted pyrrolidinyl- (C_1-C_3) -alkyl, optionally substituted piperidinyl- (C_1-C_3) -alkyl, optionally substituted C_3-C_6 cycloalkyl- (C_1-C_3) -alkyl, amino- (C_1-C_4) -alkyl-, benzylamino- (C_1-C_3) -alkyl-, $[N-(C_1-C_3)$ -alkyl-N-benzylamino]- (C_1-C_3) -alkyl-, $-(C_1-C_3)$ -alkyl-N- $((C_1-C_3)$ -alkyl) $_2$, $-(C_1-C_3)$ -alkyl-NH- (C_1-C_3) -alkyl and optionally substituted heterocyclyl selected from piperazinyl, morpholinyl, pyrrolidinyl and piperidinyl; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

19. (Amended) A Compound of Claim 18 wherein R^1 is selected from methyl, ethyl, propyl, isopropyl, dimethylaminomethyl, 1-pyrrolidinylmethyl, benzyloxymethyl, benzyloxyethyl, hydroxyethyl, 4-methoxy-benzyloxymethyl, methoxymethyl, cyclopropyl and $-CF_3$; and pharmaceutically acceptable ~~derivatives~~ salts thereof.
20. (Amended) A Compound of Claim 14 wherein R^2 is selected from H, halo, (C_1-C_3) alkyl, $-NR^5$, $-OR^6$, $-(C_1-C_3)alkyl-OR^5$, $-(C_1-C_3)alkyl-NR^5$, $-C(O)N(R^5)_2$, $-CO_2R^5$, $-(CH_2)_{1-3}$ -(5-6 membered saturated or partially unsaturated) heterocyclyl, 5-6 membered saturated or partially unsaturated heterocyclyl, $-NHC(O)R^5$, and $-C(O)R^5$; wherein R^5 is independently selected from H, C_1-C_5 -alkyl, optionally substituted phenyl, optionally substituted benzyl, optionally substituted pyridyl- (C_1-C_3) -alkyl, optionally substituted thienyl- (C_1-C_3) -alkyl, optionally substituted piperazinyl- (C_1-C_3) -alkyl, 4-morpholinyl- (C_1-C_3) -alkyl, optionally substituted pyrrolidinyl- (C_1-C_3) -alkyl, optionally substituted piperidinyl- (C_1-C_3) -alkyl, optionally substituted C_3-C_6 cycloalkyl- (C_1-C_3) -alkyl, amino- (C_1-C_4) -alkyl-, benzylamino- (C_1-C_3) -alkyl-, $[N-(C_1-C_3)-alkyl-N-benzylamino]-(C_1-C_3)-alkyl-$, $-(C_1-C_3)-alkyl-N-((C_1-C_3)-alkyl)_2$, $-(C_1-C_3)-alkyl-NH-(C_1-C_3)-alkyl$ and optionally substituted heterocyclyl selected from piperazinyl, morpholinyl, pyrrolidinyl and piperidinyl; and pharmaceutically acceptable ~~derivatives~~ salts thereof.
21. (Amended) A Compound of Claim 20 wherein R^2 is selected from H, bromo, methyl, hydroxymethyl, 1,2,5,6-tetrahydro-1-pyridylmethyl, 1-piperidinylmethyl, 1-methyl-4-piperazinylmethyl, (N-diethylaminoethyl-N-methyl)aminomethyl, (N-dimethylaminoethyl-N-ethyl)aminomethyl, 4,5-dihydro-oxazol-2-yl, 5-methyl-4,5-dihydro-oxazol-2-yl, 2-furyl, amino, isobutylamino, 3-

methylbutylamino, ethylcarbonyl, aminocarbonyl, 4-methoxybenzylaminocarbonyl, 2-pyridylmethylaminocarbonyl, 4-pyridylmethylaminocarbonyl, dimethylaminocarbonyl, ethylaminoethylaminocarbonyl, isopropylaminoethylaminocarbonyl, cyclopropylmethylaminocarbonyl, isobutylaminocarbonyl, ethoxycarbonyl, propoxycarbonyl, 1-methylpropoxycarbonyl, butoxycarbonyl, iso-butoxycarbonyl, tert-butoxycarbonyl, 2-thienylethoxycarbonyl, 4-morpholinylethoxycarbonyl, (4-piperidinyl)methoxycarbonyl, (1-piperazinyl)ethoxycarbonyl, (1-methyl-piperidin-3-yl)oxycarbonyl, (1-methyl-piperidin-4-yl)oxycarbonyl, (1-ethyl-piperidin-3-yl)oxycarbonyl, (1-methyl-pyrrolidin-3-yl)oxycarbonyl, 1-pyrrolidinylethoxycarbonyl, 2-oxo-pyrrolidin-1-ylethoxycarbonyl, 2-oxo-pyrrolidin-1-ylpropoxycarbonyl, 1-methyl-2-pyrrolidinylethoxycarbonyl, 1-piperidinylethoxycarbonyl, diethylaminoethoxycarbonyl, diisopropylaminoethoxycarbonyl, (N-ethyl-N-benzylamino)ethoxycarbonyl, diethylaminopropoxycarbonyl, dimethylaminoethoxycarbonyl, 2-(dimethylamino)-1-(methyl)ethoxycarbonyl, 2-(diethylamino)-1-(methyl)ethoxycarbonyl, carboxyl, methylcarbonylamino, isobutylcarbonylamino, methylaminomethylcarbonylamino, dimethylaminomethylcarbonylamino, tert-butylaminomethylcarbonylamino, (1-amino-2-methylpropyl)carbonylamino, 1-piperidinylmethylcarbonylamino, 1-piperidinylethylcarbonylamino, 1-piperidinylpropylcarbonylamino, aminomethylcarbonylamino and 1-methyl-4-piperazinylcarbonyl; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

22. (Amended) A Compound of Claim 14 wherein R¹ and R² may be joined together with the pyridone ring to form optionally

substituted 2-oxo-1,5,7,8-tetrahydro-2H-[1,6]naphthyridine, optionally substituted 5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one, optionally substituted 5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, optionally substituted 5,6,7,8-tetrahydro-1H-quinolin-2-one, optionally substituted 7,8-dihydro-1H-quinolin-2-one, 7,8-dihydro-(1H,6H)-quinoline-2,5-dione or 1,5,7,8-tetrahydro-pyrano[4,3-b]pyridin-2-one; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

23. (Amended) A Compound of Claim 22, wherein R¹ and R² are joined together with the pyridone ring to form 6-benzyloxycarbonyl-2-oxo-1,5,7,8-tetrahydro-2H-[1,6]naphthyridine, 5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one, 7-Boc-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 7-ethyl-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 5-methyl-7,8-dihydro-1H-quinolin-2-one, 5-propylamino-5,6,7,8-tetrahydro-1H-quinolin-2-one, 5-propylimino-5,6,7,8-tetrahydro-1H-quinolin-2-one, 7,8-dihydro-(1H,6H)-quinoline-2,5-dione or 1,5,7,8-tetrahydro-pyrano[4,3-b]pyridin-2-one; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

24. (Amended) A Compound of Claim 14 wherein R³ is H; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

25. (Amended) A Compound of Claim 14 wherein A is O; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

26. (Amended) A Compound of Claim 14, and pharmaceutically acceptable ~~derivatives~~ salts thereof, wherein A is O; wherein Q is selected from N-methyl-N-(phenylsulfonyl)amino, 2-pyridylsulfonylmethyl, 2-thienylsulfonylmethyl, phenylsulfonylmethyl, (1-methyl)-1-(phenylsulfonyl)ethyl, 4-chlorophenyl-sulfonylmethyl, 2-furylmethylsulfonylmethyl,

methylsulfonylmethyl, tert-butyl-sulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 2-thienyl, phenyl substituted with one or more substituents selected from

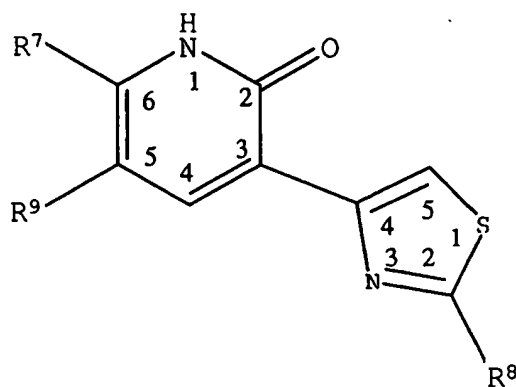
chloro, fluoro, and $-O-CH_2-O-$, unsubstituted pyridyl, and 4-pyridyl substituted with one or more substituents selected from chloro, fluoro, $-NH_2$, methoxy, ethoxy, methyl, ethyl, phenoxyethylamino, methylamino, dimethylamino, butylamino, isobutylamino, benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-furylmethylamino, 4-methoxybenzylamino, diethylamino, cyclopropylmethylamino, cyclopentylmethylamino, ethylaminoethylamino, diethylaminoethylamino, isopropylaminoethylamino, methylcarbonylaminoethylamino, methylcarbonylmethylamino, pyrrolidinyl, piperazinyl, piperidinyl, morpholinyl and azetidinyll;

wherein R^1 is selected from methyl, ethyl, propyl, isopropyl, dimethylaminomethyl, hydroxyethyl, benzyloxymethyl, 4-methoxy-benzyloxymethyl, methoxymethyl, cyclopropyl, and $-CF_3$;

wherein R^2 is selected from H, bromo, methyl, amino, isobutylamino, hydroxymethyl, aminocarbonyl, 4-methoxybenzylaminocarbonyl, 2-pyridylmethylaminocarbonyl, ethylaminoethylaminocarbonyl, isopropylaminoethylaminocarbonyl, cyclopropylmethylaminocarbonyl, isobutylaminocarbonyl, ethoxycarbonyl, tert-butoxycarbonyl, 4-morpholinylethoxycarbonyl, 1-pyrrolidinylethoxycarbonyl, 1-piperidinylethoxycarbonyl, diethylaminopropoxycarbonyl, carboxyl, 1,2,5,6-tetrahydro-1-pyridylmethyl, 1-piperidinylmethyl, 1-methyl-4-piperazinylmethyl, methylcarbonylamino, isobutylcarbonylamino, and 1-methyl-4-piperazinylcarbonyl;

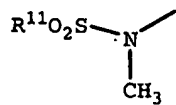
wherein R^1 and R^2 may be joined together with the pyridone ring to form 6-benzyloxycarbonyl-2-oxo-1,5,7,8-tetrahydro-2H-[1,6]naphthyridine, 5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one, 7-Boc-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 7-ethyl-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 5-methyl-7,8-dihydro-1H-quinolin-2-one, 5-propylamino-5,6,7,8-tetrahydro-1H-quinolin-2-one, 5-propylimino-5,6,7,8-tetrahydro-1H-quinolin-2-one, 7,8-dihydro-(1H,6H)-quinoline-2,5-dione or 1,5,7,8-tetrahydro-pyrano[4,3-b]pyridin-2-one; and wherein R^3 is H.

27. (Amended) A compound of Claim 14 having Formula II'



II'

wherein R^7 is selected from $-(C_1-C_3)alkyl$, $-(C_1-C_3)alkyl-N(R^{10})_2$, $-(C_1-C_3)alkyl-OR^{10}$, $-(C_3-C_5)cycloalkyl$, and $-CF_3$; wherein R^8 is selected from $R^{10}SO_2-(C_1-C_6)alkyl-$, $R^{11}SO_2NH-$



CH_3 , substituted phenyl, and substituted or unsubstituted 5-6 membered heteroaryl;

wherein R^9 is selected from H, halo, $(C_1-C_3)alkyl$, $-NR^{10}_2$, $-(C_1-C_3)alkyl-OR^{10}$, $-C(O)N(R^{10})_2$, $-CO_2R^{10}$, $(CH_2)_{1-3}-(5-6$ membered saturated or partially unsaturated heterocyclyl, $-NHC(O)R^{10}$, and $-C(O)R^{10}$;

wherein R^{10} is independently selected from H, (C_1-C_4) alkyl, optionally substituted phenyl, optionally substituted phenyl- (C_1-C_2) alkyl, optionally substituted furyl- (C_1-C_2) -alkyl, optionally substituted C_3-C_6 cycloalkyl- (C_1-C_2) -alkyl, (C_1-C_3) alkylamino- (C_1-C_3) -alkyl-, phenyloxy- (C_1-C_3) alkyl-, (C_1-C_2) alkylcarbonyl- (C_1-C_2) alkyl- and optionally substituted heterocyclyl selected from pyridyl and thienyl; and

wherein R^{11} is independently selected from (C_1-C_4) alkyl, optionally substituted phenyl, optionally substituted phenyl- (C_1-C_2) alkyl, optionally substituted furyl- (C_1-C_2) -alkyl, optionally substituted C_3-C_6 cycloalkyl- (C_1-C_2) -alkyl, (C_1-C_3) alkylamino- (C_1-C_3) -alkyl-, phenyloxy- (C_1-C_3) alkyl-, (C_1-C_2) alkylcarbonyl- (C_1-C_2) alkyl, and optionally substituted heterocyclyl selected from pyridyl and thienyl;

and pharmaceutically acceptable ~~derivatives~~ salts thereof; provided R^7 is not CF_3 , when R^9 is ethoxycarbonyl and when R^8 is 4-pyridyl or 2-chloro-4-pyridyl.

28. (Amended) A Compound of Claim 27 wherein R^7 is selected from methyl, ethyl, propyl, isopropyl, dimethylaminomethyl, 1-pyrrolidinylmethyl, benzyloxymethyl, benzyloxyethyl, hydroxyethyl, 4-methoxy-benzyloxymethyl, methoxymethyl, cyclopropyl and $-CF_3$; wherein R^8 is selected from N-methyl-N-(phenylsulfonyl)amino, 2-pyridylsulfonylmethyl, 2-thienylsulfonylmethyl, phenylsulfonylmethyl, (1-methyl)-1-(phenylsulfonyl)ethyl, 4-chlorophenyl-sulfonylmethyl, 2-furylmethylsulfonylmethyl, methylsulfonylmethyl, tert-butyl-sulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 2-thienyl, phenyl substituted with one or more substituents selected from
- chloro, fluoro, and $-O-CH_2-O-$, unsubstituted pyridyl, and

4-pyridyl substituted with one or more substituents selected from chloro, fluoro, $-NH_2$, methoxy, ethoxy, methyl, ethyl, phenoxyethylamino, methylamino, butylamino, isobutylamino, dimethylamino, benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-furylmethylamino, 4-methoxybenzylamino, diethylamino, cyclopropylmethylamino, cyclopentylmethylamino, ethylaminoethylamino, diethylaminoethylamino, isopropylaminoethylamino, methylcarbonylaminoethylamino, methylcarbonylmethylamino, pyrrolidinyl, piperazinyl, piperidinyl, morpholinyl and azetidiny; and wherein R^9 is selected from H, bromo, methyl, hydroxymethyl, 1,2,5,6-tetrahydro-1-pyridylmethyl, 1-piperidinylmethyl, 1-methyl-4-piperazinylmethyl, (N-diethylaminoethyl-N-methyl)aminomethyl, (N-dimethylaminoethyl-N-ethyl)aminomethyl, 4,5-dihydro-oxazol-2-yl, 5-methyl-4,5-dihydro-oxazol-2-yl, 2-furyl, amino, isobutylamino, 3-methylbutylamino, ethylcarbonyl, aminocarbonyl, 4-methoxybenzylaminocarbonyl, 2-pyridylmethylaminocarbonyl, 4-pyridylmethylaminocarbonyl, dimethylaminocarbonyl, ethylaminoethylaminocarbonyl, isopropylaminoethylaminocarbonyl, cyclopropylmethylaminocarbonyl, isobutylaminocarbonyl, ethoxycarbonyl, propoxycarbonyl, 1-methylpropoxycarbonyl, butoxycarbonyl, iso-butoxycarbonyl, tert-butoxycarbonyl, 2-thienylethoxycarbonyl, 4-morpholinylethoxycarbonyl, (4-piperidinyl)methoxycarbonyl, (1-piperidinyl)ethoxycarbonyl, (1-piperazinyl)ethoxycarbonyl, (1-methyl-piperidin-3-yl)oxycarbonyl, (1-methyl-piperidin-4-yl)oxycarbonyl, (1-ethyl-piperidin-3-yl)oxycarbonyl, (1-methyl-pyrrolidin-3-yl)oxycarbonyl, 1-pyrrolidinylethoxycarbonyl, 2-oxo-pyrrolidin-1-ylethoxycarbonyl, 2-oxo-pyrrolidin-1-

ylpropoxycarbonyl, 1-methyl-2-pyrrolidinylethoxycarbonyl, 1-piperidinylethoxycarbonyl, diethylaminoethoxycarbonyl, di-isopropylaminoethoxycarbonyl, (N-ethyl-N-benzylamino)ethoxycarbonyl, diethylaminopropoxycarbonyl, dimethylaminoethoxycarbonyl, 2-(dimethylamino)-1-(methyl)ethoxycarbonyl, 2-(diethylamino)-1-(methyl)ethoxycarbonyl, carboxyl, methylcarbonylamino, isobutylcarbonylamino, methylaminomethylcarbonylamino, dimethylaminomethylcarbonylamino, tert-butylaminomethylcarbonylamino, (1-amino-2-methylpropyl)carbonylamino, 1-piperidinylmethylcarbonylamino, 1-piperidinylethylcarbonylamino, 1-piperidinylpropylcarbonylamino, aminomethylcarbonylamino and 1-methyl-4-piperazinylcarbonyl; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

29. (Amended) A Compound of Claim 27 wherein R⁷ is selected from methyl, ethyl, propyl, and isopropyl.

30. (Amended) A Compound of Claim 27 wherein R⁸ is selected from phenylsulfonylmethyl and 4-pyridyl substituted with one or more substituents selected from chloro, fluoro, -NH₂, methoxy, ethoxy, phenoxyethylamino, methylamino, dimethylamino, methyl, ethyl, butylamino, isobutylamino, benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-furylmethylamino, 4-methoxybenzylamino, diethylamino, cyclopropylmethylamino, cyclopentylmethylamino, ethylaminoethylamino, diethylaminoethylamino, isopropylaminoethylamino, methylcarbonylaminoethylamino, methylcarbonylmethylamino, pyrrolidinyl, piperazinyl, piperidinyl, morpholinyl and azetidiny.

31. (Amended) A Compound of Claim 27 wherein R⁹ is selected from methyl, hydroxymethyl, 1,2,5,6-tetrahydro-1-pyridylmethyl, 1-piperidinylmethyl, 1-methyl-4-piperazinylmethyl, (N-diethylaminoethyl-N-methyl)aminomethyl, (N-dimethylaminoethyl-N-ethyl)aminomethyl, 4,5-dihydro-oxazol-2-yl, 5-methyl-4,5-dihydro-oxazol-2-yl, 2-furyl, amino, isobutylamino, 3-methylbutylamino, ethylcarbonyl, aminocarbonyl, 4-methoxybenzylaminocarbonyl, 2-pyridylmethylaminocarbonyl, 4-pyridylmethylaminocarbonyl, dimethylaminocarbonyl, ethylaminoethylaminocarbonyl, isopropylaminoethylaminocarbonyl, cyclopropylmethylaminocarbonyl, isobutylaminocarbonyl, ethoxycarbonyl, propoxycarbonyl, 1-methylpropoxycarbonyl, butoxycarbonyl, iso-butoxycarbonyl, tert-butoxycarbonyl, 2-thienylethoxycarbonyl, 4-morpholinylethoxycarbonyl, (4-piperidinyl)methoxycarbonyl, (1-piperidinyl)ethoxycarbonyl, (1-piperazinyl)ethoxycarbonyl, (1-methyl-piperidin-3-yl)oxycarbonyl, (1-methyl-piperidin-4-yl)oxycarbonyl, (1-ethyl-piperidin-3-yl)oxycarbonyl, (1-methyl-pyrrolidin-3-yl)oxycarbonyl, 1-pyrrolidinylethoxycarbonyl, 2-oxo-pyrrolidin-1-ylethoxycarbonyl, 2-oxo-pyrrolidin-1-ylpropoxycarbonyl, 1-methyl-2-pyrrolidinylethoxycarbonyl, 1-piperidinylethoxycarbonyl, diethylaminoethoxycarbonyl, diisopropylaminoethoxycarbonyl, (N-ethyl-N-benzylamino)ethoxycarbonyl, diethylaminopropoxycarbonyl, dimethylaminoethoxycarbonyl, 2-(dimethylamino)-1-(methyl)ethoxycarbonyl, 2-(diethylamino)-1-(methyl)ethoxycarbonyl, carboxyl, methylcarbonylamino, isobutylcarbonylamino, methylaminomethylcarbonylamino, dimethylaminomethylcarbonylamino, tert-butylaminomethylcarbonylamino, (1-amino-2-methylpropyl)carbonylamino, 1-piperidinylmethylcarbonylamino, 1-piperidinylethylcarbonylamino, 1-

piperidinypropylcarbonylamino, aminomethylcarbonylamino and 1-methyl-4-piperazinylcarbonyl; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

32. (Amended) A Compound of Claim 27 and pharmaceutically acceptable ~~derivatives~~ salts thereof selected from:

- 6-Isopropyl-5-methyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;
- 6-Ethyl-5-isopropionyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-(2-oxo-pyrrolidin-1-yl)-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-diethylamino-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-pyrrolidin-1-yl-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-diethylamino-1-methyl-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 1-ethyl-piperidin-3-yl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-dimethylamino-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-dimethylamino-1-methyl-ethyl ester;

- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 1-methyl-piperidin-3-yl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 1-ethyl-pyrrolidin-3-yl ester;
- 5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-diethylamino-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid piperidin-4-ylmethyl ester;
- 5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-diethylamino-1-methyl-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-(benzyl-methyl-amino)-ethyl ester;
- 5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-diethylamino-propyl ester;
- 5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-(1-methyl-pyrrolidin-2-yl)-ethyl ester;
- 5-[2-(2-Dimethylamino-pyridin-4-yl)-thiazol-4-yl]-2-isopropyl-6-oxo-1,6-dihydro-pyridine-3-carboxylic acid ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-piperazin-1-yl-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-(2-oxo-pyrrolidin-1-yl)-propyl ester;

- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 1-methyl-pyrrolidin-3-yl ester;
- 3-(2-Benzenesulfonylmethyl-thiazol-4-yl)-6-isopropyl-5-methyl-1H-pyridin-2-one;
- 3-(2-Benzenesulfonylmethyl-thiazol-4-yl)-6-ethyl-5-propionyl-1H-pyridin-2-one;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-morpholin-4-yl-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid phenethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid piperidin-4-ylmethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-thiophen-2-yl-ethyl ester;
- 5-(4,5-Dihydro-oxazol-2-yl)-6-isopropyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;
- 5-[[(2-Dimethylamino-ethyl)-ethyl-amino]-methyl]-6-ethyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-piperidin-1-yl-ethyl ester;
- 5-[[(2-Diethylamino-ethyl)-methyl-amino]-methyl]-6-ethyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;
- 2-(2-Hydroxy-ethyl)-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid ethyl ester;
- 2-Amino-N-[2-ethyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridin-3-yl]-acetamide;
- 2-tert-Butylamino-N-[2-ethyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridin-3-yl]-acetamide;

6-Ethyl-5-(3-methyl-butylamino)-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;

Ethyl 2-ethyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylate;

Ethyl-2-ethyl-6-oxo-5-(2-[(thienylsulfonyl)methyl](1,3-thiazol-4-yl))-1,6-dihydro-pyridine-3-carboxylate;

Ethyl-2-ethyl-6-oxo-5-(2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl))-1,6-dihydro-pyridine-3-carboxylate;

Ethyl-6-oxo-5-(2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl))-2-(trifluoromethyl)-1,6-dihydro-pyridine-3-carboxylate;

Ethyl-6-oxo-5-(2-[(2-pyridylsulfonyl)methyl](1,3-thiazol-4-yl))-2-(trifluoromethyl)-1,6-dihydro-pyridine-3-carboxylate;

Ethyl-6-oxo-5-(2-[(2-thienylsulfonyl)methyl](1,3-thiazol-4-yl))-2-(trifluoromethyl)-1,6-dihydro-pyridine-3-carboxylate;

Ethyl 2-isopropyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl))-1,6-dihydro-pyridine-3-carboxylate;

Ethyl 2-isopropyl-6-oxo-5-(2-[(thienylsulfonyl)methyl](1,3-thiazol-4-yl))-1,6-dihydro-pyridine-3-carboxylate;

Ethyl 2-isopropyl-6-oxo-5-(2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl))-1,6-dihydro-pyridine-3-carboxylate;

Ethyl 2-propyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl))-1,6-dihydro-pyridine-3-carboxylate;

Ethyl 2-propyl-6-oxo-5-(2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl))-1,6-dihydro-pyridine-3-carboxylate;

Ethyl 2-propyl-6-oxo-5-(2-[(thienylsulfonyl)methyl](1,3-thiazol-4-yl))-1,6-dihydro-pyridine-3-carboxylate;

Ethyl 6-oxo-2-[(phenylmethoxy)methyl]-5-(2-(4-pyridyl)(1,3-thiazol-4-yl))-1,6-dihydro-pyridine-3-carboxylate;

Ethyl 6-oxo-2-[(phenylmethoxy)methyl]-5-{2-
[(phenylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-
dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-{2-[(2-thienylsulfonyl)methyl](1,3-
thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-({[(4-fluorophenyl)methyl]sulfonyl)methyl}(1,3-
thiazol-4-yl)]-2-methyl-6-oxo-1,6-dihydropyridine-3-
carboxylate;

Ethyl 5-[2-({[(4-fluorophenyl)methyl]sulfonyl)methyl}(1,3-
thiazol-4-yl)]-2-methyl-6-oxo-1,6-dihydropyridine-3-
carboxylate;

(Ethyl 2-methyl-6-oxo-5-{2-[(2-
thienylsulfonyl)methyl]methyl}(1,3-thiazol-4-yl)}-1,6-
dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-{2-(phenylthiomethyl)(1,3-thiazol-4-
yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-(2-chloro(4-pyridyl))(1,3-thiazol-4-yl)]-2-methyl-
6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-(2-({[(2-furylmethyl)sulfonyl)methyl}(1,3-thiazol-4-
yl)]-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-(2-({[(2-furylmethyl)sulfonyl)methyl}(1,3-thiazol-4-
yl)]-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate

Ethyl 5-[2-(2-ethyl(4-pyridyl))(1,3-thiazol-4-yl)]-2-methyl-
6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-5-(2-(2-((2-methylpropyl)amino)-4-pyridinyl)-
1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-
carboxylate;

Ethyl 2-methyl-6-oxo-5-(2-(2-((3-pyridinylmethyl)amino)-4-
pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-
carboxylate;

Ethyl 2-methyl-6-oxo-5-(2-(2-((phenylmethyl)amino)-4-
pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-
carboxylate;

Ethyl 2-methyl-5-(2-(2-((2-((1-methylethyl)amino)ethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-(2-(2-((2-(diethylamino)ethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-(2-(2-((fur-2-ylmethyl)-amino)-pyridin-4-yl)-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-{2-[2-(2-thien-2-yl-ethylamino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-(2-butylamino-pyridin-4-yl)-thiazol-4-yl]-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-{2-[2-(carbamoylmethyl-amino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-{2-[2-(acetyl-amino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

5-{2-[2-(Cyclopropylmethylamino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylic acid cyclopropyl-methyl amide;

Ethyl 5-{2-[2-(cyclopropylmethyl-amino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

5-{2-[2-(Cyclopentyl)methylamino-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

5-{2-[2-(4-Methoxybenzylamino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylic acid 4-methoxy-benzylamide;

Ethyl 2-methyl-6-oxo-5-(2-(2-amino-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-5-[2-(methylamino)(1,3-thiazol-4-yl)]-6-oxo-1,6-dihydropyridine-3-carboxylate;

6-Methyl-3-(2-(4-pyridyl)(1,3-thiazol-4-yl))hydropyridin-2-one;

Ethyl 2-methyl-5-(2-(2-(methyloxy)-4-pyridinyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl))-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-{2-[(2-pyridylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-5-(2-(1-methyl-1-(phenylsulfonyl)ethyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-cyclopropyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-cyclopropyl-6-oxo-5-(2-((phenylsulfonyl)methyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

5-Bromo-6-methyl-3-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-2(1H)-pyridinone;

Ethyl 2-methyl-5-(2-(2-(methylamino)-4-pyridinyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate

5-Amino-6-ethyl-3-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-2(1H)-pyridinone;

6-Methyl-3-(2-(2-((2-pyridinylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-2(1H)-pyridinone;

Ethyl 2-methyl-6-oxo-5-(2-(2-((2-pyridinylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-(methylamino-pyridin-4-yl)-thiazol-4-yl]-2-isopropyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

1,1-Dimethylethyl 2-methyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

2-(1-Pyrrolidinyl)ethyl 2-ethyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

6-Ethyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;

6-Isopropyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;
3-(Diethylamino)propyl 2-ethyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;
3-(Diethylamino)propyl 2-(1-methylethyl)-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate; and
5-Hydroxymethyl-6-methyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one.

33. (Amended) A Compound of Claim 27 and pharmaceutically acceptable ~~derivatives~~ salts thereof selected from:

6-Isopropyl-5-methyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;
3-(2-Benzenesulfonylmethyl-thiazol-4-yl)-6-isopropyl-5-methyl-1H-pyridin-2-one;
6-Ethyl-5-isopropionyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;
3-(2-Benzenesulfonylmethyl-thiazol-4-yl)-6-ethyl-5-propionyl-1H-pyridin-2-one;
2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-pyrrolidin-1-yl-ethyl ester;
2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-(2-oxo-pyrrolidin-1-yl)-ethyl ester;
2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-diethylamino-ethyl ester;
2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 1-ethyl-piperidin-3-yl ester;

- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 1-methyl-piperidin-3-yl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-dimethylamino-1-methyl-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-diethylamino-1-methyl-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-(benzyl-methyl-amino)-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 1-methyl-piperidin-4-yl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-(2-oxo-pyrrolidin-1-yl)-propyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid phenethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-thiophen-2-yl-ethyl ester;
- 5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-diethylamino-ethyl ester;
- 5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-diethylamino-1-methyl-ethyl ester;
- 5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-diethylamino-propyl ester;

5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-(1-methyl-pyrrolidin-2-yl)-ethyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid methyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid propyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid butyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid isobutyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid sec-butyl ester;

5-[(2-Diethylamino-ethyl)-methyl-amino]-methyl-6-ethyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;

5-[2-(2-Dimethylamino-pyridin-4-yl)-thiazol-4-yl]-2-isopropyl-6-oxo-1,6-dihydro-pyridine-3-carboxylic acid ethyl ester;

Ethyl 2-ethyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-ethyl-6-oxo-5-{2-[(thienylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-ethyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-isopropyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-isopropyl-6-oxo-5-{2-[(thienylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-isopropyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-propyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-propyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;
Ethyl 2-propyl-6-oxo-5-{2-[(thienylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;
Ethyl 6-oxo-2-[(phenylmethoxy)methyl]-5-(2-(4-pyridyl)(1,3-thiazol-4-yl))-1,6-dihydropyridine-3-carboxylate;
Ethyl 6-oxo-2-[(phenylmethoxy)methyl]-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;
Ethyl 2-methyl-6-oxo-5-{2-[(2-thienylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;
Ethyl 5-[2-({[(4-fluorophenyl)methyl]sulfonyl)methyl}(1,3-thiazol-4-yl)]-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;
Ethyl 5-[2-({[(4-fluorophenyl)methyl]sulfonyl)methyl}(1,3-thiazol-4-yl)]-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;
Ethyl 2-methyl-6-oxo-5-{2-(phenylthiomethyl)(1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;
Ethyl 5-[2-(2-ethyl(4-pyridyl))(1,3-thiazol-4-yl)]-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;
Ethyl 5-[2-(2-chloro(4-pyridyl))(1,3-thiazol-4-yl)]-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;
Ethyl 5-[2-(3,5-Dichloro-pyridin-4-yl)-thiazol-4-yl]-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;
Ethyl 2-methyl-5-(2-(2-((2-methylpropyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;
Ethyl 2-methyl-6-oxo-5-(2-(2-((3-pyridinylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;
Ethyl 2-methyl-6-oxo-5-(2-(2-((phenylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-5-(2-(2-((2-((1-methylethyl)amino)ethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-(2-(2-((2-(diethylamino)ethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-(2-(2-[(fur-2-ylmethyl)-amino]-pyridin-4-yl)-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-(2-[2-(2-thien-2-yl-ethylamino)-pyridin-4-yl]-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-(2-butylamino-pyridin-4-yl)-thiazol-4-yl]-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-(2-[2-(carbamoylmethyl-amino)-pyridin-4-yl]-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-(2-[2-(acetylamino-ethylamino)-pyridin-4-yl]-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

5-(2-[2-(Cyclopropylmethylamino)-pyridin-4-yl]-thiazol-4-yl)-2-methyl-6-oxohydro-pyridine-3-carboxylic acid cyclopropyl-methyl amide;

Ethyl 5-(2-[2-(cyclopropylmethyl-amino)-pyridin-4-yl]-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-(2-[2-(cyclopentyl)methylamino-pyridin-4-yl]-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-(2-(2-(amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-5-[2-(methylamino)(1,3-thiazol-4-yl)]-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-(2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl))-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl))-1,6-dihydropyridine-3-carboxylate;
Ethyl 2-methyl-6-oxo-5-{2-[(2-pyridylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;
Ethyl 2-methyl-5-(2-(1-methyl-1-(phenylsulfonyl)ethyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;
Ethyl 2-cyclopropyl-6-oxo-5-(2-((phenylsulfonyl)methyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;
5-Bromo-6-methyl-3-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-2(1H)-pyridinone;
Ethyl 2-methyl-5-(2-(2-(methylamino)-4-pyridinyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;
2-Methyl-6-oxo-N-(2-pyridinylmethyl)-5-(2-(2-((2-pyridinylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxamide;
Ethyl 2-methyl-6-oxo-5-(2-(2-((2-pyridinylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;
Ethyl 5-[2-(methylamino-pyridin-4-yl)-thiazol-4-yl]-2-isopropyl-6-oxo-1,6-dihydropyridine-3-carboxylate;
1,1-Dimethylethyl 2-methyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;
2-(1-Pyrrolidinyl)ethyl 2-ethyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;
6-Ethyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;
6-Isopropyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;
3-(Diethylamino)propyl 2-ethyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate; and
3-(Diethylamino)propyl 2-(1-methylethyl)-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate.

34. (Amended) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and an effective amount of a compound of Claim 1 or a pharmaceutically acceptable salt thereof.

35. - 39. (Withdrawn)